

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Debtors.

)
) **Chapter 11**
) **Case No. 01-1139 (KJC)**
) **(Jointly Administered)**
)
) **Related Dkt. No. 30671, 30689, 31625**
)

**SECOND SUPPLEMENTAL DECLARATION UNDER
FED. R. BANKR. P. 2014 AND 5002 IN SUPPORT OF THE
ORDER APPOINTING ROGER FRANKEL AS SUCCESSOR
ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE**

I, Roger Frankel, state:

1. I am the Court appointed Asbestos PI Future Claimants' Representative in these Chapter 11 cases (the "FCR"). I am admitted to practice law before the Bars of the District of Columbia and the State of Maryland, and execute this Second Supplemental Declaration as the FCR in these cases ("Second Supplemental Declaration").

2. On May 24, 2013, the Debtors sought entry of an order seeking to appoint me as the FCR in these cases (the "Application") [Dkt. No. 30671]. In support of the Application, I submitted a declaration (the "Original Declaration") [Dkt. No. 30671] and a first supplemental declaration (the "First Supplemental Declaration," and together with the Original Declaration, the "Prior Declarations") [Dkt. No. 31625] pursuant to Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Rules").

3. The Application was granted pursuant to an interim order entered May 29, 2013 [Dkt. No. 30681], as amended on May 30, 2013, and which became final on June 14, 2013 [Dkt. No. 30689].

4. I retained Orrick, Herrington & Sutcliffe LLP ("Orrick") as my bankruptcy counsel [Dkt. No. 30718], which retention was authorized by an Order entered on July 13, 2013, effective as of May 16, 2013 [Dkt. No. 30902].

5. I make this Second Supplemental Declaration out of an abundance of caution, and not because I believe the matters set forth herein are within the scope of the Rules.


6. In my Prior Declarations, I disclosed that I was a partner and co-chair of the global Restructuring Group at Orrick. On January 15, 2014, I resigned from Orrick. Effective as of January 16, 2014, I became a partner in my new law firm, Frankel Wyron LLP (the "Firm"), located at 2101 L Street, NW, Suite 800, Washington, D.C. 20037.

7. I have made no promises or arrangements with any other entity to share with such entity any payment or compensation received by me in connection with these cases, other than with respect to my Firm and except as permitted by section 504(b)(1) of the Bankruptcy Code.

8. I intend to seek Court authority to retain my Firm to serve as my bankruptcy co-counsel with Orrick in these cases.

9. I will use reasonable efforts to identify any additional relevant fact or relationship not previously disclosed. If any fact or relationship is discovered, I will, as soon as reasonably practicable, file additional supplemental declarations with the Court.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.



Roger Frankel
Asbestos PI Future Claimants' Representative

Executed on January 29, 2014